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**Co-Lead Counsel for Lead Plaintiff Sean Fitzpatrick
and Counsel for the Winer Family Trust**

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

Sean Fitzpatrick, Individually And On Behalf
of All Others Similarly Situated,

Plaintiffs,

v.

MICHAEL QUEEN, THOMAS MCGREAL,
JOSEPH W. LUTER, IV, MICHAEL H.
COLE, SMITHFIELD FOODS, INC.,
SHOWCASE FOODS, INC. and PENNEXX
FOODS, INC.,

Defendants.

No. 2:03-cv-04318-JP

JURY TRIAL DEMANDED

**DECLARATION OF KIMBERLY M. DONALDSON IN SUPPORT OF
CLASS CERTIFICATION MOTION**

I, Kimberly M. Donaldson, hereby declare as follows:

1. I am an associate with the law firm Chimicles & Tikellis LLP, counsel for Lead Plaintiff Sean Fitzpatrick and The Winer Family Trust.

2. Plaintiff seeks an Order: (1) certifying a plaintiff Class pursuant to Fed. R. Civ. P. 23(b)(3); (2) certifying this action as a class action on behalf of all persons who purchased the securities of Pennexx, Inc during the period from August 8, 2002 through June 13, 2003, inclusive, and were damaged thereby; (3) certifying Plaintiff as the class representative, and (4) appointing Glancy Binkow & Goldberg LLP and Chimicles & Tikellis LLP as class counsel.

3. I submit this Declaration, together with the attached exhibits, in support of the Plaintiff's Class Certification Motion and the Order sought thereby.

4. I am fully familiar with the facts set forth herein.

5. Attached hereto as the exhibits indicated are true and correct copies of the following:

Exhibit A: Sworn Certification of Sean Fitzpatrick

Exhibit B: Spreadsheet, Total Shares Traded During Class Period (total of average daily volume for Class Period) compiled from Bloomberg.

Exhibit C: Firm Resume of Glancy Binkow & Goldberg LLP

Exhibit D: Firm Resume of Chimicles & Tikellis LLP

Exhibit E: For the Class Period, Bloomberg Daily Trading Volume and Pricing Chart, with daily volume rounded to the nearest hundred.

Exhibit F: For the Class Period, Bloomberg Weekly Trading Volume and Pricing Chart, with weekly volume rounded to the nearest hundred.

Exhibit G: About OTC Bulletin Board Webpage, last visited February 23, 2005,
(<http://www.otcbb.com/aboutOTCBB/overview.stm#abouthistory>,

I declare under penalty of perjury under the laws of the United States that the
foregoing facts are true and correct.

Executed this 23rd day of February, 2005, at Haverford, Pennsylvania.



Kimberly M. Donaldson

EXHIBIT A

START CERTIFICATION

GLANCY BINKOW & GOLDBERG LLP
SWORN CERTIFICATION OF PLAINTIFF
PENNEXX FOODS, INC. SECURITIES LITIGATION

I, Sean H. Fitzpatrick, certify that:
(Please Print Name)

1. I have reviewed the Complaint and authorized its filing.
2. I did not purchase PENNEXX FOODS, INC., the security that is the subject of this action, at the direction of plaintiff's counsel or in order to participate in any private action arising under this title.
3. I am willing to serve as a representative party on behalf of a class and will testify at deposition and trial, if necessary.
4. My transactions in PENNEXX FOODS, INC. during the Class Period set forth in the Complaint are as follows:

[SEE ATTACHED SCHEDULE]

5. I have not served as a representative party on behalf of a class under this title during the last three years.

6. I will not accept any payment for serving as a representative party, except to receive my pro rata share of any recovery or as ordered or approved by the court including the award to a representative plaintiff of reasonable costs and expenses (including lost wages) directly relating to the representation of the class.

☐ Check here if you are a current employee or former employee of the defendant Company.

I declare under penalty of perjury that the foregoing are true and correct statements.

Dated: 11/09/04 Sean Fitzpatrick
(Please Sign Your Name Above)

Street Address: 65 W. Princeton Road

City: Bala Cynwyd State: PA.

Zip: 19004 Phone: 212-538-4017

Email: _____

Schedule of Realized Gains and Losses Year-to-Date

(continued)

Disposition	Acquisition	Closing	Description	Security ID	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
Date	Date	Transaction						
Short Term (continued)								
07/25/02	07/25/02	SELL	PUT 100 S&P 500 INDEX	64881591E	5,000	11,760.00	12,250.00	490.00
08/07/02	02/21/02	SELL	08-17-02 @ 825.00 PENNEXX FOODS INC COM	PNNX	500,000	1,305.00	1,524.95	219.95
08/07/02	02/21/02	SELL	PENNEXX FOODS INC COM	PNNX	500,000	1,305.00	1,524.95	219.95
09/05/02	04/25/02	SELL	EDUCATION LENDING GROUP INC COM	EDLG	1,000,000	3,830.00	3,840.32	10.32
09/05/02	04/25/02	SELL	EDUCATION LENDING GROUP INC COM	EDLG	1,000,000	3,830.00	3,840.32	10.32
09/09/02	04/25/02	SELL	EDUCATION LENDING GROUP INC COM	EDLG	2,000,000	7,660.00	7,676.37	16.37
11/11/02	04/25/02	SELL	EDUCATION LENDING GROUP INC COM	EDLG	3,000,000	11,490.00	12,199.62	709.62
11/13/02	04/25/02	SELL	EDUCATION LENDING GROUP INC COM	EDLG	1,000,000	3,830.00	4,339.86	509.86
11/15/02	11/14/02	SELL	CALL 100 S&P 500 INDEX	SXB-LB	5,000	13,000.00	13,100.00	100.00
11/19/02	04/25/02	SELL	EDUCATION LENDING GROUP INC COM	EDLG	1,000,000	3,830.00	4,249.87	419.87
11/19/02	04/25/02	SELL	EDUCATION LENDING GROUP INC COM	EDLG	500,000	1,915.00	2,064.94	149.94
11/19/02	04/25/02	SELL	EDUCATION LENDING GROUP INC COM	EDLG	500,000	1,915.00	2,049.93	134.93
11/21/02	05/03/02	SELL	CENTA INC COM NEW PUT 100	CNTA	1,000,000	12,020.00	11,119.66	-900.34
11/25/02	11/21/02	SELL	PUT 100 S&P 500 INDEX	SXB-XE	5,000	10,600.00	10,900.00	300.00
12/30/02	11/15/02	SELL	12-21-02 @ 925.00 CONTINENTAL SOUTHN RES INC COM	CSOR	2,000,000	10,120.00	9,777.90	-342.10
12/30/02	11/15/02	SELL	CONTINENTAL SOUTHN RES INC COM	CSOR	1,000,000	5,060.00	4,928.95	-131.05
12/30/02	11/15/02	SELL	CONTINENTAL SOUTHN RES INC COM	CSOR	500,000	2,530.00	2,464.47	-65.53
12/30/02	11/15/02	SELL	CONTINENTAL SOUTHN RES INC COM	CSOR	500,000	2,530.00	2,464.47	-65.53
12/31/02	11/15/02	SELL	CONTINENTAL SOUTHN RES INC COM	CSOR	2,500,000	12,650.00	12,649.61	-0.39
Total Short Term						\$240,353.45	\$256,299.03	\$2,945.58

EXHIBIT B

PNNX Equity

Date	Px Volume
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8/1/2002	11700
8/2/2002	1800
8/5/2002	12600
8/6/2002	34500
8/7/2002	1700
8/8/2002	200
8/9/2002	33800
8/12/2002	25000
8/13/2002	16000
8/14/2002	12900
8/15/2002	16600
8/16/2002	3200
8/19/2002	26600
8/20/2002	41000
8/21/2002	52100
8/22/2002	17600
8/23/2002	119300
8/26/2002	94200
8/27/2002	24400
8/28/2002	39800
8/29/2002	19000
8/30/2002	11500
9/3/2002	31100
9/4/2002	5400
9/5/2002	2000
9/6/2002	7400
9/9/2002	27600
9/10/2002	18900
9/11/2002	4500
9/12/2002	17000
9/13/2002	9500
9/16/2002	51600
9/17/2002	33100
9/18/2002	14500
9/19/2002	16200
9/20/2002	112500
9/23/2002	86700
9/24/2002	24900
9/25/2002	88700
9/26/2002	53400
9/27/2002	28600
9/30/2002	70100
10/1/2002	125000
10/2/2002	141500
10/3/2002	51800
10/4/2002	6100
10/7/2002	6700
10/8/2002	8100

10/9/2002	25200
10/10/2002	5500
10/11/2002	400
10/14/2002	28200
10/15/2002	11500
10/16/2002	17600
10/17/2002	13300
10/18/2002	25600
10/21/2002	18700
10/22/2002	7300
10/23/2002	4600
10/24/2002	17500
10/25/2002	1000
10/28/2002	9100
10/29/2002	4000
10/30/2002	11000
10/31/2002	14500
11/1/2002	17400
11/4/2002	38700
11/5/2002	49900
11/6/2002	20500
11/7/2002	7300
11/8/2002	20000
11/11/2002	47200
11/12/2002	32700
11/13/2002	2800
11/14/2002	27900
11/15/2002	19000
11/18/2002	6200
11/19/2002	1400
11/20/2002	8500
11/21/2002	15500
11/22/2002	21200
11/25/2002	21100
11/26/2002	13000
11/27/2002	1000
11/29/2002	16500
12/2/2002	13700
12/3/2002	6000
12/4/2002	12200
12/5/2002	11600
12/6/2002	8200
12/9/2002	52500
12/10/2002	23800
12/11/2002	11100
12/12/2002	3000
12/13/2002	3500
12/16/2002	16700
12/17/2002	6900
12/18/2002	31700
12/19/2002	128600
12/20/2002	15400

12/23/2002	65600
12/24/2002	144100
12/26/2002	217200
12/27/2002	135800
12/30/2002	209200
12/31/2002	277300
1/2/2003	21500
1/3/2003	50400
1/6/2003	20000
1/7/2003	15000
1/8/2003	56900
1/9/2003	71800
1/10/2003	65000
1/13/2003	65900
1/14/2003	37400
1/15/2003	25900
1/16/2003	123900
1/17/2003	107300
1/21/2003	80800
1/22/2003	57900
1/23/2003	26000
1/24/2003	9600
1/27/2003	14800
1/28/2003	104700
1/29/2003	13100
1/30/2003	43800
1/31/2003	22500
2/3/2003	5100
2/4/2003	21400
2/5/2003	9000
2/6/2003	15800
2/7/2003	2300
2/10/2003	4600
2/11/2003	5000
2/12/2003	11400
2/13/2003	34000
2/18/2003	78500
2/19/2003	34400
2/20/2003	13900
2/21/2003	800
2/24/2003	12700
2/25/2003	3700
2/26/2003	21900
2/27/2003	12200
2/28/2003	46800
3/3/2003	78400
3/4/2003	8200
3/5/2003	8300
3/6/2003	15900
3/7/2003	16700
3/10/2003	11200
3/11/2003	2000

3/12/2003	3400
3/13/2003	5500
3/14/2003	41900
3/17/2003	5500
3/18/2003	15400
3/19/2003	16500
3/20/2003	16900
3/21/2003	85500
3/24/2003	16000
3/25/2003	27300
3/26/2003	120300
3/27/2003	36800
3/28/2003	16000
3/31/2003	37200
4/1/2003	3600
4/2/2003	8200
4/3/2003	6400
4/4/2003	24600
4/7/2003	31400
4/8/2003	22700
4/9/2003	7400
4/10/2003	22000
4/11/2003	3700
4/14/2003	48400
4/15/2003	15500
4/16/2003	3500
4/17/2003	9000
4/21/2003	58100
4/22/2003	11000
4/23/2003	38100
4/24/2003	25900
4/25/2003	24700
4/28/2003	6200
4/29/2003	28100
4/30/2003	17600
5/1/2003	61400
5/2/2003	48600
5/5/2003	28200
5/6/2003	355500
5/7/2003	454800
5/8/2003	220900
5/9/2003	515800
5/12/2003	44400
5/13/2003	68900
5/14/2003	385300
5/15/2003	393400
5/16/2003	832600
5/19/2003	721500
5/20/2003	142800
5/21/2003	25100
5/22/2003	41500
5/23/2003	388100

5/27/2003	80400
5/28/2003	227800
5/29/2003	547800
5/30/2003	523100
6/2/2003	277500
6/3/2003	79500
6/4/2003	174400
6/5/2003	40700
6/6/2003	242000
6/9/2003	729400
6/10/2003	2536700
6/11/2003	1426700
6/12/2003	538500

TOTAL	18177300
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EXHIBIT C

GLANCY BINKOW & GOLDBERG LLP
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FIRM RESUME

Glancy Binkow & Goldberg LLP has represented investors and consumers in federal and state courts throughout the United States for over fourteen years. Based in Los Angeles, California and with offices in New York, New York and San Francisco, California, Glancy Binkow & Goldberg has developed expertise prosecuting securities fraud, antitrust and complex commercial litigation. As Lead Counsel or as a member of Plaintiffs' Counsel Executive Committees, Glancy Binkow & Goldberg has recovered in excess of \$1 billion for parties wronged by corporate fraud and malfeasance. The firm's efforts on behalf of individual investors have been the subject of articles in such publications as The Wall Street Journal, The New York Times and The Los Angeles Times.

Appointed as Lead or Co-Lead Counsel by federal judges throughout the United States, Glancy Binkow & Goldberg has achieved significant recoveries for class members, including:

In re Heritage Bond Litigation, USDC Central District of California Civil Action No. 02-ML-1475-DT, where as co-Lead Counsel, Glancy Binkow & Goldberg has already recovered in excess of \$24 million dollars for defrauded investors and continues to pursue additional defendants.

In re ECI Telecom Ltd. Securities Litigation, USDC Eastern Virginia Civil Action No. 01-913-A, in which Glancy Binkow & Goldberg served as sole Lead Counsel and recovered almost \$22 million for defrauded ECI investors.

In re Musicmaker.com Securities Litigation, USDC C.Cal. 00-02018, a securities fraud class action in which Glancy Binkow & Goldberg was sole Lead Counsel for the Class and recovered in excess of \$13 million.

In re ESC Medical Systems, Ltd. Securities Litigation, USDC Southern New York 98 Civ. 7530, a securities fraud class action in which Glancy Binkow & Goldberg served as sole Lead Counsel for the Class and achieved a settlement valued in excess of \$17 million.

In re Lason, Inc. Securities Litigation, USDC Eastern Michigan 99 76079, in which Glancy Binkow & Goldberg was Co-Lead Counsel and recovered almost \$13 million for defrauded Lason stockholders.

In re Inso Corp. Securities Litigation, USDC Massachusetts 99 10193, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement valued in excess of \$12 million.

In re National TechTeam Securities Litigation USDC Eastern Michigan 97-74587, a securities fraud class action in which Glancy Binkow & Goldberg served as Co-Lead Counsel for the Class and achieved a settlement valued in excess of \$11 million.

Glancy Binkow & Goldberg filed the initial landmark antitrust lawsuit against all of the major NASDAQ market makers and served on Plaintiffs' Counsel's Executive Committee in In re Nasdaq Market-Makers Antitrust Litigation, USDC Southern District of New York, 94 C 3996 (RWS), MDL Docket No. 1023, which recovered \$900 million for investors in numerous heavily traded Nasdaq issues.

In addition, Glancy Binkow & Goldberg serves as Class Counsel in In Re Real Estate Associates Limited Partnership Litigation, USDC Central California, 98-7035 DDP, in which plaintiffs' Counsel achieved a \$184 million jury verdict after a complex six week trial in Los Angeles, California and later settled the case for \$83 million.

The firm currently serves as Lead or Co-Lead Counsel in numerous securities fraud and consumer fraud actions throughout the United States, including, among others:

In re Infonet Services Corporation Securities Litigation,
USDC Central California, Case No. CV 01-10456 NM (CWx)

In re Gilat Satellite Networks, Ltd. Sec. Litig.,
USDC Eastern New York, Case No. 02-1510 CPS

In re Lumenis, Ltd. Sec. Litig.,
USDC Southern New York, Case No.02-CV-1989 DAB

In re Amdocs Ltd. Sec. Litig.,
USDC Eastern Missouri, Case No. 02CV950 HEA

Payne v. IT Group, Inc.,
USDC Western Pennsylvania, Case No. 02-1927

Ree v. Procom Technologies, Inc.,
USDC Southern New York, Case No. 02CV7613

Capri v. Comerica, Inc.,
USDC Eastern Michigan, Case No. 02CV60211 MOB

Porter v. Conseco, Inc.,
USDC Southern Indiana, Case No. 02-1332 SEB

In re Livent, Inc. Noteholders Litigation,
USDC Southern New York, Case No. 99 Civ 9425

Yaldo v. Airtouch Communications,
State of Michigan, Wayne County, Case No. 99-909694-CP

In re Ramp Networks, Inc. Sec. Litig.,
USDC Northern California, Case No. C-00-3645 JCS

Tatz v. Nanophase Technologies Corp.,
USDC Northern Illinois, Case No. 01C8440

Plumbing Solutions Inc. v. Plug Power, Inc.,
USDC Eastern New York, Case No. CV 00 5553 (ERK) (RML)

In re Simon Transportation Services, Inc. Securities Litigation,
USDC Utah, Case No. 2:98 CV 0863 K

In re Champion Enterprises Inc., Securities Litigation,
USDC Eastern Michigan, Case No. Civ. 99-74231

The firm has also recently acted as Class Counsel in obtaining substantial benefits for shareholders in a number of actions, including:

In re F & M Distributors Securities Litigation,
Eastern District of Michigan, Civ. No. 95 CV 71778 DT (Executive Committee Member)
(\$20.25 million dollar settlement)

James F. Schofield v. McNeil Partners, L.P. Securities Litigation,
Los Angeles Superior Court, Case No. BC 133799

Resources High Equity Securities Litigation,
Los Angeles Superior Court, Case No. BC 080254

The firm has served and currently serves as Class Counsel in a number of antitrust class actions, including:

In re Nasdaq Market-Makers Antitrust Litigation,
USDC Southern District of New York, 94 C 3996 (RWS), MDL Docket No. 1023

In re Brand Name Prescription Drug Antitrust Litigation,
USDC Northern District of Illinois, Eastern Division, Master File No. 94 C 897

Glancy Binkow & Goldberg LLP has been responsible for obtaining favorable appellate opinions which have broken new ground in the class action or securities fields or which have promoted shareholder rights in prosecuting these actions. Glancy Binkow & Goldberg successfully argued the appeals in Silber v. Mabon I, 957 F.2d 697 (9th Cir. 1992) and Silber v. Mabon II, 18 F.3d 1449 (9th Cir. 1994), which are the leading decisions in the Ninth Circuit regarding the rights of opt-outs in class action settlements. In Rothman v. Gregor, 220 F.3d 81, Glancy Binkow & Goldberg won a seminal victory for investors before the Second Circuit Court of Appeals, which adopted a more favorable pleading standard for investors in reversing the District Court's dismissal of the investors' complaint. After this successful appeal, Glancy Binkow & Goldberg then recovered millions of dollars for defrauded investors of the GT Interactive Corporation. The firm recently argued Falkowski v. Imation Corp., 309 F.3d 1123 (9th Cir. 2002), *as amended*, 320 F.3d 905 (9th Cir. 2003) and favorably obtained the substantial reversal of a lower court's dismissal of a cutting edge, complex class action brought to seek redress for a group of employees whose stock options were improperly forfeited by a giant corporation in the course of its sale of the subsidiary at which they worked. The revived action is currently proceeding in the California state court system.

The firm is also involved in the representation of individual investors in court proceedings throughout the United States and in arbitrations before the American Arbitration Association, National Association of Securities Dealers, New York Stock Exchange, and Pacific Stock Exchange. Mr. Glancy has successfully represented litigants in proceedings against such major securities firms and insurance companies as A.G. Edwards & Sons, Inc., Bear Stearns, Merrill Lynch, Pierce, Fenner & Smith, Inc., Morgan Stanley, PaineWebber Incorporated, Prudential Insurance Company, Prudential Securities, Inc., and Shearson Lehman Brothers, Inc.

One of firm's unique skills is the use of "group litigation" - the representation of groups of individuals who have been collectively victimized or defrauded by large institutions. This type of litigation brought on behalf of individuals who have been similarly damaged often provides an efficient and effective economic remedy that frequently has advantages over the class action or individual action devices. The firm has successfully achieved results for groups of individuals in cases against major corporations such as Metropolitan Life Insurance Company, Inc., and Occidental Petroleum Corporation.

Glancy Binkow & Goldberg LLP currently consists of the following attorneys:

THE FIRM'S PARTNERS

LIONEL Z. GLANCY, the founding partner of the firm, was born in Windsor, Canada on April 4, 1962. Mr. Glancy earned his undergraduate degree in political science in 1984 and his J.D. in 1986, both from the University of Michigan. He was admitted to practice in California in 1988, and in Nevada and before the U.S. Court of Appeals, Ninth Circuit in 1989. Mr. Glancy was Law Clerk to the Hon. Howard D. McKibben, U.S. District Court, District of Nevada, 1987.

PETER A. BINKOW, a partner in Glancy Binkow & Goldberg, was born in Detroit, Michigan on August 16, 1965. Mr. Binkow earned his degree in English Literature from the University of Michigan in 1988 and attended law school at the University of Southern California (J.D., 1994). Mr. Binkow joined the Law Offices of Lionel Z. Glancy upon graduation and became a partner in 2002.

Mr. Binkow has prosecuted lawsuits on behalf of consumers and investors in state and federal courts throughout the United States. He served as Lead or Co-Lead Counsel in many class action cases, including In re National Techteam Securities Litigation (\$11 million recovery for investors), In re Credit Acceptance Corporation Securities Litigation (\$2.5 million recovery), In re Lason Inc. Securities Litigation (\$12.68 million recovery), In re ESC Medical Systems, Ltd. Securities Litigation (\$17 million recovery) In re GT Interactive Securities Litigation (\$3 million recovery) and many others. Mr. Binkow has prepared and/or argued appeals before the Ninth Circuit, Sixth Circuit and Second Circuit Courts of Appeals.

Mr. Binkow is admitted to practice before the state of California, the United States District Courts for the Central, Northern and Southern Districts of California, the US District Court for the Eastern District of Michigan and the Ninth Circuit Court of Appeals. He is a member of the Los Angeles County Bar Association and the American Bar Association.

MICHAEL GOLDBERG, a partner in Glancy Binkow & Goldberg, specializes in federal securities, federal and state antitrust, and consumer fraud class action lawsuits. He has successfully litigated numerous cases which resulted in multi-million dollar recoveries for investors, consumers and businesses.

Mr. Goldberg was born in New York on April 27, 1966. He earned his BA degree in 1989 from Pitzer College - The Claremont Colleges, and his J.D. degree in 1996 from Thomas M. Cooley Law School. After graduation from law school, Mr. Goldberg joined the Law Offices of Lionel Z. Glancy and became a partner of Glancy Binkow & Goldberg in 2003. He was admitted to both the California and Florida bars in 1997 and is admitted to practice in numerous courts.

ROBIN BRONZAFT HOWALD, a native of Brooklyn, New York, returned home in 2001 to open the firm's New York City office. Mrs. Howald graduated magna cum laude from Barnard College in 1980, with a B.A. in psychology. In 1983, she received her J.D. from Stanford Law School, where she served as an Articles Editor for the Law Review. In addition to her current focus upon securities fraud and consumer class action matters, during her 20-year career, Mrs. Howald has handled cases in many different practice areas, including commercial disputes, professional malpractice, wrongful termination, bankruptcy, patent and construction matters. As outside counsel for the City of Torrance, California, she also handled a number of civil rights and land use matters, as well as a ground-breaking environmental action concerning Mobil Oil's Torrance refinery. Mrs. Howald has experience in pre-trial and trial procedure and has successfully prosecuted post-trial motions and appeals.

Mrs. Howald is a member of the bar of both California (1983) and New York (1995), and is admitted to practice in all federal judicial districts in California, the Southern and Eastern Districts of New York, and the United States Supreme Court. She co-authored "Potential Tort Liability in Business Takeovers" (California Lawyer, September 1986), was a speaker and contributing author at the Eighth Annual Current Environmental and Natural Resources Issues Seminar at the University of Kentucky College of Law (April 1991), and served as a Judge Pro Tem for the Los Angeles County Small Claims Court (1996-1997). Married in 1985, Mrs. Howald and her husband have two sons. An avid runner, Mrs. Howald has completed six marathons.

SUSAN G. KUPFER, the partner resident in the San Francisco office of Glancy Binkow & Goldberg, joined the firm in 2003. She is a native of New York City and received her A.B.

degree from Mount Holyoke College in 1969 and her J.D. from Boston University School of Law in 1973. She did graduate work at Harvard Law School and, in 1977, was named Assistant Dean and Director of Clinical Programs at Harvard, supervising and teaching in that program of legal practice and related academic components.

For much of her legal career, she has been a professor of law. She has taught at Hastings College of the Law, Boston University School of Law, Golden Gate University School of Law and Northeastern University School of Law. Since 1991, she has been a lecturer on law at University of California, Berkeley, Boalt Hall, teaching Civil Procedure and Conflict of Laws. Her areas of academic expertise are Civil Procedure, Federal Courts, Conflict of Laws, Constitutional Law, Legal Ethics and Jurisprudence. Her publications include articles on federal civil rights litigation, legal ethics and jurisprudence. She has also taught various aspects of practical legal and ethical training, including trial advocacy, negotiation and legal ethics, to both law students and practicing attorneys.

She previously served as corporate counsel to The Architects Collaborative in Cambridge and San Francisco and was the executive director of the Massachusetts Commission on Judicial Conduct. She returned to the practice of law in San Francisco with Morgenstein & Jubelirer and Berman DeValerio Pease Tabacco Burt & Pucillo before joining the Firm. Her practice is concentrated in antitrust, securities and consumer complex litigation. She has been a member of the lead counsel team which achieved significant settlements in the following cases: *In re Sorbates Antitrust Litigation* (\$96.5 million settlement), *In re Pillar Point Partners Antitrust Litigation* (\$50 million settlement), *In re Critical Path Securities Litigation* (\$17.5 million settlement), *In re New Era of Networks II Securities Litigation* (\$5 million settlement).

She is a member of the Massachusetts and California State Bars and the United States District Courts for the Northern, Central and Southern districts of California, the District of Massachusetts, the First and Ninth Circuits Courts of Appeal and the U.S. Supreme Court.

OF COUNSEL

NEAL A. DUBLINSKY was born in Flushing, New York on January 15, 1963. He earned his undergraduate from Yeshiva University in 1984, graduating *summa cum laude*, (highest-ranking graduate of his class) and was the recipient of the Dean Isaac Bacon Award for Excellence in the Humanities. Mr. Dublinsky earned his J.D. from New York University School of Law in 1987 where he participated in the Consumer Protection Clinical Program under renowned Professor Anthony G. Amsterdam. Mr. Dublinsky was admitted to the state bar of California in 1988.

KEVIN F. RUF was born in Wilmington, Delaware, December 7, 1961. Mr. Ruf graduated from the University of California at Berkeley in 1984 with a B.A. in Economics and earned his J.D. from the University of Michigan in 1987. Mr. Ruf was admitted to the State Bar of California in 1988. Mr. Ruf was an associate at the Los Angeles firm Manatt Phelps and Phillips from 1988 until 1992, where he specialized in commercial litigation. He was "of counsel" to the Los Angeles firm Corbin & Fitzgerald from 1993 until 2001 where he specialized in white collar criminal defense work, including matters related to National Medical Enterprises, Cynergy Film Productions and the Estate of Doris Duke. Mr. Ruf has extensive trial experience, including jury trials, and considers his courtroom skills to be his strongest asset as a litigator. In his spare time,

Mr. Ruf is an actor and comic. He is a full member of the world-famous Groundlings Theatre and has appeared in a number of television shows and films, including "Seinfeld," "Friends," "Spin City," and "Curb Your Enthusiasm." Mr. Ruf is a member of the Los Angeles County Bar Association.

ROBERT A. ZABB, attended Yale College and Columbia Law School, and received his B.A. in 1975 and his J.D. in 1979. Mr. Zabb is admitted to practice in California, New York and Massachusetts, in state and federal courts in those jurisdictions. His practice has consisted of general business litigation with a specialization in federal securities litigation on the plaintiff and defense sides. He has practiced actively in the U.S. District Courts for the Southern and Eastern Districts of New York, which are important centers for securities litigation. Mr. Zabb's accomplishments are reflected in numerous reported case decisions, particularly in the cases known as SEC v. Thrasher (Southern District of New York) and In re MTC Securities Litigation (Eastern District of New York). Mr. Zabb has had the privilege of arguing a case before the U.S. Supreme Court. This was a securities case delineating the permissible scope of a private right of action, and is known as Employers Insurance of Wausau v. Musick, Peeler and Garrett.

ROBERT PERKINS was born May 22, 1955, in Highland Park, Illinois. Mr. Perkins attended the University of Illinois, Champaign, Urbana, graduating in 1979 with a B.S. in Finance (honors). Mr. Perkins thereafter attended law school at the University of Missouri, Columbia, graduating in 1982 (CJS awards - State and Local Taxation; Internship - Missouri Supreme Court, Chief Judge Albert Rendlen). Following law school, Mr. Perkins ran his own law firm, practicing complex litigation, product liability litigation and class action litigation.

MICHAEL B. ACKERMAN was born in Brooklyn, New York, June 30, 1962. He received his Bachelor of Arts from Columbia University in 1984 and attended Fordham University Law School (J.D. 1987). Mr. Ackerman was admitted to the New York bar in 1989 and the California bar in 1990. Mr. Ackerman is a member of the American Bar Association, the Los Angeles County Bar Association and the Association of the Bar of the City of New York.

CLAUDIA J. BUGH joined Glancy Binkow & Goldberg LLP in 2003. Ms. Bugh is California licensed as both an attorney and a C.P.A. She previously practiced law in South Bend, Indiana after graduating summa cum laude from the Notre Dame Law School in 1994. Before attending law school Ms. Bugh was an auditor with Deloitte and Touche. She has a bachelors degree in business economics from the University of California-Santa Barbara where she graduated in 1988 with the highest honors.

ASSOCIATES

DALE MacDIARMID is a native of Los Angeles, California. He holds a B.A. in Journalism (with Distinction) from the University of Hawaii, and a J.D. from Southwestern University School of Law, where he was member of the Board of Governors of the Interscholastic Trial Advocacy Honors Program. He is admitted to practice in California and before the United States District Court for the Central District of California. Dale is a member of Kappa Tau Alpha, the national journalism honor society, and before joining Glancy Binkow & Goldberg he was a writer and editor for newspapers and magazines in Honolulu and Los Angeles.

DANIEL HARGIS was born in Huntsville, Alabama in 1975. He graduated from UCLA (B.A., 1998), and UCLA School of Law in 2002. He was admitted to the California bar in 2003.

AVRAHAM (AVI) NOAM WAGNER joined Glancy Binkow & Goldberg LLP in 2003 after graduating from Georgetown University Law Center. During law school he gained valuable experience prosecuting securities cases while working at the United States Securities and Exchange Commission in Washington, D.C. Mr. Wagner is conversant in both Italian and Hebrew.

EXHIBIT D

CHIMICLES & TIKELLIS LLP

CHIMICLES & TIKELLIS LLP has law offices in Haverford, PA and Wilmington, DE. and concentrates in the area of complex litigation, with an emphasis on securities, antitrust, consumer, ERISA and environmental litigation. As a group, the Partners in Chimicles & Tikellis have significant substantive experience in the prosecution of class action and derivative litigation in state and federal trial and appellate courts across the country, including the United States Supreme Court and the highest courts of more than 20 states. The Firm is comprised of six Partners, three Of Counsel and twelve Associates. The Firm also has a Financial Specialist on staff. The Firm's e-mail is MAIL@CHIMICLES.COM and its website is WWW.CHIMICLES.COM

NICHOLAS E. CHIMICLES is senior partner and Chairman of the Firm's Executive Committee. Mr. Chimicles is a 1970 graduate of the University of Pennsylvania, where he received a Bachelor of Arts Degree with Honors. Mr. Chimicles graduated in 1973 from the University of Virginia School of Law, where he was a member of the Editorial Board of the University of Virginia Law Review and was the author of several published comments. While attending law school, he co-authored a course and study guide entitled "Student's Course Outline on Securities Regulation," published by the University of Virginia School of Law. Upon graduation from law school, Mr. Chimicles joined a major Philadelphia law firm where he practiced for eight years and specialized in litigation including complex commercial, antitrust and securities fraud cases and served as principal or assistant trial counsel in United States v. Pfizer, Inc., (Antibiotics Antitrust Litigation), Civil Action No. 78-1155 (E.D. Pa.); Penn Galvanizing Co. v. Lukens Steel Co., Civil Action No. 71-1777 (E.D. Pa.); Wolgin v. State Mutual Investors, 265 Pa. Super. 525, 402 A.2d 669 (1979); Beta Consultants & Administrators v. Centennial Life Ins. Co., unreported opinion by Judge Newcomer (E.D. Pa. 1980); and R. & M. Musselman, Inc., et al. v. Line Lexington Lumber & Millwork, Inc., C.A. 727458-02-1 (Bucks Co. 1981).

Mr. Chimicles has actively prosecuted major complex litigation, antitrust, securities fraud and breach of fiduciary duty suits. Most recently, Mr. Chimicles was lead trial counsel for a Class of investors in a six-week jury trial of a securities fraud/breach of fiduciary duty case that resulted in a \$185 million verdict. In re Real Estate Associates Limited Partnerships Litigation, No. CV 98-7035 DDP, was tried in the federal district court in Los Angeles before the Honorable Dean D. Pregerson. On November 15, 2002, the 10 member jury, after hearing testimony

from more than 25 witnesses and viewing in excess of 500 exhibits, returned an unanimous verdict in favor of the Class (comprising investors in the eight REAL Partnerships) and against the REALs' managing general partner, National Partnership Investments Company ("NAPICO") and the four individual officers and directors of NAPICO. The jury awarded more than \$25 million in damages against all five defendants on Count I, the Section 14(a), 1934 Act, proxy fraud claim and more than \$67 million in damages against NAPICO on Count II for breach of fiduciary duty. On November 19, 2002, the jury returned a verdict of \$92.5 million in punitive damages against NAPICO. This total verdict of \$185 million was among the "Top 10" Verdicts of 2002, as reported by the National Law Journal (verdictsearch.com). Mr. Chimicles was assisted at trial by associate Kimberly Donaldson. Other Firm professional staff members who provided invaluable assistance to the result in this landmark decision were Kathleen P. Chimicles, the Firm's financial specialist, who worked with and assisted plaintiffs' expert witnesses and consultants; and associates Candice L.H. Hegedus and M. Katherine Meermans. Following post-trial motions, the Court upheld in all respects the jury's verdict on liability as to both Count I and Count II, upheld in full the jury's award of \$92.5 million in compensatory damages, upheld the Class's entitlement to punitive damages (but reduced those damages to \$2.6 million based on the application of California law to NAPICO's financial condition), and awarded an additional \$25 million in prejudgment interest. Based on the Court's decisions on the post-trial motions, the judgment entered in favor of the Class on April 28, 2003 totaled over \$120 million, approximately \$90 million on Count II and \$30 million on Count I. The Real Estate Associates judgment was settled by an agreement approved by the Court in November 2003, providing for the payment of a total of \$83 million, of which \$48 million was paid immediately and the balance of \$35 million will be paid in 5 equal annual installments of \$7 million per year between 2004 and 2008.

In other federal securities fraud cases, he served as a Lead Counsel in the Hercules Securities Litigation, Civil Action No. 90-442 (RRM) (D. Del.) (\$18 million recovery); Scott Paper Securities Litigation, Civil Action No. 90-6192 (E.D. Pa.) (\$8 million recovery); Sunrise Savings & Loan Securities Litigation, MDL No. 655 (E.D. Pa.) (\$15 million recovery); Storage Technology Corp. Securities Litigation, Master File No. 84-F-1981 (D. Colo.) (\$18 million recovery); In re: Fiddler's Woods Bondholders Litigation, Civil Action No. 83-2340 (E.D. Pa.), a bondholders' class action arising out of a default on a \$33 million industrial development bond issue (recovery of more than \$7 million for the class); and Charter Securities Litigation, Civil Action No. 84-448 Civ-J-12 (M.D. Fla.) (recovery of \$7.75 million). He served as a Lead Counsel for the shareholder class in the Continental Illinois Securities Litigation, Civil Action No. 82 C 4712 (N.D. Ill.), one

aspect of which involved a twenty-week jury trial conducted by Mr. Chimicles that concluded in July, 1987 (the class ultimately recovered nearly \$40 million).

By virtue of the Fiddler's Woods litigation (in which Mr. Chimicles also represented the court-appointed Receiver), his representation of the Bondholders' Protection Committee for the Baptist Estates Life Care Facility (Doylestown, PA), a \$15 million tax-exempt bond issue which defaulted, and his representation of bondholders in other litigation in Atlanta, Orlando and New Jersey arising from defaulted bond issues aggregating over \$135 million, Mr. Chimicles established a national reputation for representing the interests of bondholders in default situations.

In another specialized area of securities litigation, involving the recovery of losses incurred by purchasers and holders of units in public limited partnerships, Mr. Chimicles has been a principal counsel in several major litigations that have resulted in precedent-breaking recoveries for class members, in addition to the Real Estate Associates Limited Partnership Litigation, discussed above, Mr. Chimicles was a member of the Executive Committee in the Prudential Limited Partnerships Litigation, MDL 1005 (S.D.N.Y.), where the class recovered \$130 million in settlement from Prudential and other defendants in a settlement approved by Judge Milton Pollack in November 1995. Mr. Chimicles is lead counsel in the PaineWebber Limited Partnerships Litigation, 94 Civ. 8547 (S.D.N.Y.) in which a \$200 million settlement was approved in mid-1997. Distributions to class members in the PaineWebber case were made in 1998 and supplemental distributions under the settlement will be made in 2003. As co-lead counsel in several litigations involving ML-Lee Acquisition Fund, L.P., ML-Lee Acquisition Fund II, L.P. and ML-Lee Acquisition Fund (Retirement Accounts) II, L.P. (C.A. No. 92-60, 93-494, 94-422 and 95-724) that were prosecuted in the Delaware Federal District Court, Mr. Chimicles (together with partner Pamela Tikellis and financial specialist Kathleen Chimicles) negotiated settlements that resulted in more than \$30 million in cash and other benefits to be paid or made available to investors in the various funds. Those settlements were approved by the district court in July 1998. In litigation involving PLM Equipment Growth and Income Funds IV-VII, Mr. Chimicles (together with financial specialist Kathleen Chimicles) was instrumental in negotiating a settlement reached in 2001 that provides both monetary (\$6.6 million) and equitable (extension of the partnerships' lives) relief for the limited partners. In February 2002, the Superior Court of Marin County, California, approved the settlement of a case in which Mr. Chimicles was co-lead counsel, involving five public partnerships sponsored by Phoenix Leasing Incorporated and its affiliates. (In Re Phoenix Leasing Incorporated Limited Partnership Litigation, Superior Court of the State of California, County of Marin, Case No. 173739). The settlement resulted in the

payment of more than \$21 million in cash (part of which is to be collected from assets of the defunct insurer, Reliance Insurance Company) in settlement of breach of fiduciary duty claims.

Mr. Chimicles has represented limited partners who successfully have sought and secured the liquidation of their partnerships' assets or the reorganization of the partnership. For example, in In re the Mendik Real Estate Limited Partnership, N.Y. Supreme Ct. No. 97-600185, Mr. Chimicles, as co-lead counsel, negotiated a settlement which provided for the prompt sale of more than \$100 million of the partnership's real estate assets. The settlement was approved in late 1998 and the limited partners have received their liquidation proceeds. As co-lead counsel, Mr. Chimicles, together with partner Pamela Tikellis, negotiated the settlement, approved by the Delaware Chancery Court in May 2000, of a suit filed against the general partners of Aetna Real Estate Associates, L.P., providing for the orderly liquidation of the more than \$200 million in that partnership's real estate holdings, the reduction of general partner fees and the payment of a special cash distribution to the limited partners. (Aetna Real Estate Associates, L.P., Area GP Corporation and Aetna/Area Corporation, Delaware Chancery Court, New Castle County, Civil Action Nos. 15386-NC and 15393-NC).

Mr. Chimicles has also represented stockholders in numerous suits brought in courts across the country arising from proposed mergers, acquisitions and hostile takeovers. For example, in Garlands, Inc. Profit Sharing Plan et al. v. The Pillsbury Company, a Delaware corporation, et al., State of Minnesota, County of Hennepin, Fourth Judicial District, Court File No. 88-17834, Mr. Chimicles was a Lead Counsel in a suit brought to compel Pillsbury's board of directors to negotiate in good faith with Grand Metropolitan and persuaded the court to enjoin a proposed spin-off of Burger King, a device sought to be used by Pillsbury's board to ward off Grand Metropolitan's takeover. In numerous other cases, Mr. Chimicles has represented shareholders in obtaining enhanced consideration for their stock in the context of a takeover or going private transaction. Randee L. Shantzer, et al. v. Charter Medical Corp., et al., Court of Chancery, State of Delaware, New Castle County, Consolidated Civil Action No. 9530; In Re Interstate Bakeries Corporation Shareholders Litigation, Court of Chancery, State of Delaware, New Castle County, Consolidate Civil Action No. 9263.

In the antitrust field, Mr. Chimicles has acted as a Lead and Co-Lead Counsel in numerous class suits. He was Co-Lead Counsel in the Travel Agency Commission Antitrust Litigation, (D. Minn.) in which the Firm represented the American Society of Travel Agents, an Alexandria, Virginia-based association that

represents more than 9,000 travel agencies nationwide and worldwide in a suit against seven airlines for Section 1 (Sherman Act) violations involving commission cuts. The case was settled in late 1996 for more than \$80 million. Mr. Chimicles was also Co-Lead Counsel in the Insurance Antitrust Litigation, Case No. C-88-1688 (N.D. Calif.) which charged commercial general liability insurers, domestic and London-based reinsurers and an insurance service organization with violations of the Sherman and Clayton Acts. The case was settled after an earlier dismissal was reversed by the Ninth Circuit, a decision affirmed by the U.S. Supreme Court. In re Insurance Antitrust Litigation, 938 F.2d 919 (9th Cir. 1991); aff'd sub nom. Hartford Fire Insurance Co. v. California, _ U.S. _, 113 S.Ct. 2891 (1993).

Mr. Chimicles was also lead counsel in Crawford's Auto-Center v. Automatic Data Processing, Inc., C.A. No. 97-CV-2085 (E.D. Pa.), an antitrust class action that was settled for more than \$5 million in cash and other valuable consideration. The settlement, which was approved by the court in March 1999, provides among other items of relief that an auto parts interchange license agreement (that was negotiated as part of the settlement) will be made available to class members.

As an appellate advocate, Mr. Chimicles has handled cases which have protected the rights of victims of securities fraud in bankruptcy proceedings. In cases that he successfully argued before the Courts of Appeals for the Tenth and Eleventh Circuits, due process and notice principles were extended to protect securities purchasers filing claims in bankruptcy cases, In re Standard Metals Corp., 817 F.2d 625 (10th Cir.), rev'd in part on rehearing, 839 F.2d 1383 (1987), and it was established that class proofs of claim are allowable in bankruptcy proceedings, In re the Charter Company, 876 F.2d 866 (11th Cir. 1989).

Mr. Chimicles has also actively prosecuted suits involving public utilities constructing nuclear plants. He was Lead Counsel in the Philadelphia Electric Company Securities Litigation, Master File No. 85-1878 (E.D. Pa.) and a Lead Counsel in the Consumers Power Company Derivative Litigation, Master File No. 84-CV-3788 AA (E.D. Mich.). Mr. Chimicles was co-lead counsel in the stockholder derivative suit arising from mismanagement claims against former officers of Philadelphia Electric Company involved in the closing of the Peach Bottom Nuclear Plant, a suit which Mr. Chimicles was authorized to bring by a PECO board of directors resolution. In re Philadelphia Electric Company Derivative Litigation, Case No. 7090, Court of Common Pleas, Philadelphia County, PA. That case resulted in a recovery of \$35 million for the utility company in November 1990.

Mr. Chimicles was also a Co-Lead Counsel in a major environmental litigation, Ashland Oil Spill Litigation, Master File M-14670 (W.D. Pa.), involving the claims of residents and businesses for damage arising from the largest inland waterway oil spill in history that occurred on January 2, 1988 in Pittsburgh. In 1990, the case was settled upon creation of a claims fund of over \$30 million for the class. This and similar environmental suits in which the Firm is involved were the subject of a program, "Toxic Torts May Not Be Hazardous To Your Health: A Lawyer's Guide to Health Survival in Mass Tort Litigation," in which Mr. Chimicles was a principal speaker at this program which was held at the American Bar Association's 1989 Convention in Honolulu.

Mr. Chimicles has acted as Special Counsel for the City of Philadelphia and the Philadelphia Housing Authority in an action seeking to hold lead pigment manufacturers liable for federally mandated abatement of lead paint in properties owned, managed or operated by the plaintiffs. City of Philadelphia, et al. v. Lead Industries Ass'n, et al., Civil Action No. 90-7064 (E.D. Pa.) and No. 92-1420 (3rd Cir.).

Mr. Chimicles is admitted to practice in the Supreme Court of the United States, numerous federal district and appellate courts, as well as the Supreme Court of Pennsylvania. He is a member of the American Bar Association (Sections of Litigation; Antitrust; and Corporation, Banking and Business Law), the Pennsylvania Bar Association, the Philadelphia Bar Association (Federal Courts Committee and various subcommittees). Mr. Chimicles has lectured frequently on securities law at the Rutgers University Law School - Camden, the Wharton School Graduate Division of the University of Pennsylvania, New York University, the University of Virginia, and for Prentice Hall Law and Business Publications. Mr. Chimicles has addressed numerous law and accounting conferences, including ALI-ABA, Practising Law Institute, the Pennsylvania Bond Counsel Association and the Pennsylvania Institute of Public Accountants, and has also frequently appeared as a speaker in numerous state and national bar association sponsored seminars on topics involving federal securities laws, RICO, class actions, hostile corporate takeovers, and professional ethics. Mr. Chimicles also is a contributor to and member of the advisory boards of various professional publications involving the securities law field. Mr. Chimicles is a member of the Board of Overseers of the School of Arts and Sciences of the University of Pennsylvania. He is the past President of the National Association of Securities and Commercial Law Attorneys. Mr. Chimicles is the author of numerous articles including an article co-authored with the Firm's Financial Specialist, Kathleen P. Chimicles nee Balon, published in the New York Law Journal, August 26, 1993, entitled "A Realistic Assessment Of The Need For

Securities Class Action Litigation Reform;" and The Securities Case: The Plaintiff's Perspective, co-authored with Ira N. Richards, published in the Practical Litigator, Vol. 6, No. 6 (Nov. 1995).

Mr. Chimicles received the prestigious Ellis Island Medal of Honor in May 2004, in recognition of his professional achievements and history of charitable contributions to educational, cultural and religious organizations.

PAMELA S. TIKELLIS is a name partner and a member of the Firm's Executive Committee. Ms. Tikellis is a 1974 graduate of Manhattanville College, where she received a Bachelor of Arts and a 1976 graduate of the Graduate Faculty of the New School for Social Research, where she received a Master's in Psychology. Ms. Tikellis graduated in 1982 from Widener University School of Law, where she was the Managing Editor of the Delaware Journal of Corporate Law. Upon graduating from law school, Ms. Tikellis served as a law clerk in the nationally recognized Court of Chancery in Wilmington, Delaware. Before joining the Firm, Ms. Tikellis engaged in significant shareholder litigation practice. In 1987, she opened the Delaware office of the Firm, where she is a resident and has continued to specialize in litigation, including complex transactional cases, both derivative and class, limited partnership litigation, antitrust and securities fraud litigation.

Ms. Tikellis has prosecuted class and derivative suits of national importance for over 20 years. Notably, Ms. Tikellis has represented stockholders in numerous suits, primarily in the Court of Chancery in Wilmington, Delaware arising out of mergers and acquisitions and hostile takeovers. Ms. Tikellis served as Liaison Counsel in the litigation arising out of the Paramount/Viacom merger. She and her co-counsel represented Paramount stockholders in the successful challenge to the merger and were instrumental in eliciting the highest possible value to the stockholders. (Court of Chancery Civil Action No. 13117; Delaware Supreme Court No. 427, 1993). Similarly, Ms. Tikellis served as Lead Counsel in Home Shopping Network Shareholders and Securities Litigation, (Civil Action No. 93-406; Court of Chancery Consolidated Civil Action No. 12868; Delaware District Court Civil Action No. 93-336 (MMS) obtaining over \$15 million in settlement funds for the class of Home Shopping stockholders. More recently, as Lead Counsel, she actively prosecuted litigation on behalf of Cyprus Amax stockholders arising out of a proposed merger with Asarco and helped achieve a merger for Cyprus Amax with Phelps Dodge for greater consideration than was offered by Asarco. (In re Cyprus Amax Shareholders Litigation, Court of Chancery, C.A. No. 17383-NC). Ms. Tikellis also acted as one of Lead Counsel

representing a class of stockholders of First Interstate Bancorp prior to the acquisition of First Interstate by Wells Fargo & Co. The litigation resulted in Wells Fargo's acquisition of First Interstate for a substantially greater consideration than offered by the First Bank Systems in a battle for the company. (First Interstate Bancorp Shareholders Litigation, Consolidated Civil Action No. 14623).

Ms. Tikellis has actively prosecuted derivative litigation on behalf of companies and their stockholders. Sanders v. Wang, No. 16640 (Delaware Court of Chancery), was a derivative suit brought on behalf of Computer Associates International, Inc. The suit alleged that the board exceeded its authority under the KESOP by awarding 9.5 million excess shares to the participants. Ms. Tikellis was instrumental in achieving the return from the defendants of over \$50 million in stock issued in violation of the Company's plan. This represented a recovery of substantially all of the relief sought by Plaintiffs. Reported decisions include 1998 Del. Ch. LEXIS 207 (Del. Ch. Nov 19, 1998); 1999 Del. Ch. LEXIS 203 (Del. Ch. Nov. 8, 1999); 2001 Del. Ch. LEXIS 82 (Del. Ch. May 24, 2001); 2001 Del. LEXIS 387 (Del. Aug. 22, 2001); 2001 Del. Ch. LEXIS 121 (Del. Ch. Sept. 18, 2001).

In the limited partnership arena, Ms. Tikellis along with partner Mr. Chimicles has actively and successfully prosecuted several cases including ML Lee Acquisition Fund L.P. and ML-Lee Acquisition Fund II L.P. and ML-Lee Acquisition Fund (Retirement Accounts), (C.A. Nos. 92-60, 93-494, 94-422, and 95-724) The litigation resulted in a negotiated settlement exceeding \$30 million in cash and other benefits made available to investors in these funds. In another limited partnership matter, Ms. Tikellis along with Mr. Chimicles was successful in representing limited partners of Aetna Real Estate Associates L.P. This settlement provided for the orderly liquidation of more than \$200 million in the partnership's real estate holdings and reduction of general partners' fees and the payment of a special cash distribution to the limited partners (Aetna Real Estate Associates, L.P., Delaware Court of Chancery, C. A. Nos. 15386-NC and 15393-NC).

On the Appellate level, Ms. Tikellis has successfully handled cases before the Delaware Supreme Court resulting in victories for the shareholders and investors. Within the year of 2002 and 2003, Ms. Tikellis argued successfully three appeals in the Delaware Supreme Court. She argued en banc to the Delaware Supreme Court in Saito v. McKesson Corporation, Civil Action No. 18553. This books and records case was tried by Ms. Tikellis. While the Court permitted

production of certain documents, the Court imposed severe restrictions. The limitations imposed by the Court of Chancery were appealed successfully by Plaintiff. Importantly, the documents ultimately received in the books and records Saito case have resulted in the filing of an amended derivative complaint in the underlying case against McKesson and its directors. Saito v. McCall pending in the Court of Chancery, Civil Action No. 17132.

Most recently, in a case argued by Ms. Tikellis, the Delaware Supreme Court overruled the Court of Chancery's determination that accorded the presumption of the business judgment rule to a board's merger recommendation even though 5 of the 7 directors were interested in the transaction. The Supreme Court held that the mere existence of a purportedly disinterested special committee (consisting of the other two board members) did not shield the remaining 5 members from liability. Krasner v. Moffett, 826 A.2d 277 (Del. June 18, 2003). Importantly, the Court held that a full record needed to be developed to determine whether the entire fairness standard of review or the business judgment standard of review would apply in the case. The decision has broken new ground in the field of corporate litigation in Delaware.

Ms. Tikellis is admitted to practice before all Courts in the State of Delaware and the United States Court of Appeals for the Third Circuit. She is a member of the Delaware Bar Association and the American Bar Association (Litigation and Business Sections). Ms. Tikellis has served as a member of the Board of Bar Examiners of the Supreme Court of the State of Delaware since 1994 and also served as the Chair of the Delaware Bar Association Ethics Committee from 1989 to 1992.

Ms. Tikellis has addressed numerous conferences including ALI-ABA, The Practising Law Institute, the American Bar Association, the Delaware Bar Association, and the Pennsylvania Bar Institution lecturing on corporate governance, merger and acquisitions, hostile takeovers, defense mechanisms and professional ethics. She was also recently invited to participate as a commentator on corporate governance as part of the Institute for Law and Economic Policy's program on Corporate Accountability in Arizona.

JAMES R. MALONE, JR. is a partner in the law firm of Chimicles & Tikellis. Mr. Malone is admitted to practice before the Supreme Court of Pennsylvania, the Supreme Court of the United States, the United States Courts of Appeal for the First, Third, Fifth, Ninth and D.C. Circuits and the United States District Courts for the Eastern District of Pennsylvania, the District of Arizona and the Northern

District of California. Mr. Malone is a 1984 *cum laude* graduate of the Villanova University School of Law where he was a staff member on the Villanova Law Review and was elected to the Order of the Coif. Upon graduation from law school, Mr. Malone was associated with a major Philadelphia law firm where he concentrated in bankruptcy and commercial litigation.

A number of Mr. Malone's cases have involved financial institutions. With his former partner, Oliver Burt, he served as co-lead counsel in Hoexter v. Simmons, Civ. No. 89-1069-PHX-RCB (D. Ariz.) in which a \$10.8 million settlement was achieved. In Serabian v. Amoskeag Bank, 24 F.3d 357 (1st Cir. 1994), Mr. Malone successfully argued for the reversal of a district court order dismissing a securities complaint in a case involving deceptive financial reporting by a New Hampshire bank holding company.

Mr. Malone served as co-lead counsel in Winsor v. Holgerson, No. 89-2507 (PBS) (D. Mass.), a case involving the accounting practices of a failed savings bank, in which a \$12.5 million settlement was reached.

Mr. Malone was active in In re Intel Pentium Processor Litigation, Master File No. 745729 (Sup. Ct. Santa Clara) a class action brought on behalf of purchasers of computers containing a defective microprocessor. The settlement of this case involved provision of replacement microprocessors as well as a mechanism for resolving claims for consequential damages suffered by commercial purchasers.

Mr. Malone has been active in cases involving public offerings of limited partnerships; he served as lead counsel in In re Jiffy Lube Insured Income Partners Securities Litigation, Civil Action No. 10828 (Del. Ch.). The settlement resulted in limited partnership investors receiving the full amount of their initial investment

Mr. Malone was a member of the Executive Committee in In re Advanta Credit Card Terms Litigation, MDL Docket No. 1233, a consumer case brought on behalf of credit card holders. The case resulted in a settlement of \$ 7.25 million dollars that also provided for substantial reductions in rates for credit card holders.

Mr. Malone served as counsel in Corcoran v. Bell Atlantic Corporation, 97-cv-510 (E.D.Pa.) an ERISA class action challenging the conversion of a defined benefit pension plan into a cash balance plan. The case involves issues relating to the

calculation of accrued benefits under ERISA's vesting standards and the elimination of early retirement benefits.

Mr. Malone served as co-lead counsel in In re Unisys Savings Plan Litigation, 74 F.3d 420 (3d Cir.), cert.denied, 117 S.Ct. 56 (1986), in which he successfully argued for the reversal of a district court order granting summary judgment in an ERISA class action arising out of the failure of the Executive Life Insurance Company. The case was the first appellate decision addressing Section 404(c) of ERISA and the liability of fiduciaries in certain individual account plans.

Mr. Malone is also co-lead counsel in Gersenson v. Pennsylvania Life & Health Insurance Guaranty Association, April Term No. 3468, an insurance insolvency class action brought under the Pennsylvania Life & Health Insurance Guaranty Association Act. In June 1998, the Philadelphia Court of Common Pleas granted summary judgment in favor of the plaintiff class in the amount of \$16.5 million dollars. Mr. Malone successfully argued the resulting appeal, and the matter now awaits the distribution of the judgment to the class.

Mr. Malone is a member of The Philadelphia Bar Association, and the Association of Trial Lawyers of America.

MICHAEL D. GOTTSCH, is a partner in the Firm's Haverford office. Mr. Gottsch is admitted to practice before the Supreme Courts of Pennsylvania and New Jersey, the United States District Court for the Eastern District of Pennsylvania, the United States District Court for the District of New Jersey and the United States Courts of Appeals for the Third and Ninth Circuits. He is a graduate of Temple University School of Law (J.D. 1983) and Marquette University (B.S. 1977). From 1986 to 1987 he served as a Law Clerk to the Honorable Joseph H. Rodriguez, Judge of the United States District Court for the District of New Jersey.

ROBERT J. KRINER, JR. is a Partner in the Firm's Wilmington, Delaware office. He is admitted to practice before the Supreme Court of Delaware and the United States District Court for the District of Delaware. Mr. Kriner is a 1983 graduate of the University of Delaware with a degree in chemistry, and a 1988 graduate of the Delaware Law School of Widener University, where he was managing editor of The Delaware Journal of Corporate Law. From 1988 to 1989, Mr. Kriner served as law clerk to the Honorable James L. Latchum, Senior Judge of the United States District Court for the District of Delaware. Following his clerkship and until joining the Firm, Mr. Kriner was an associate with a major Wilmington, Delaware law firm, practicing in the areas of corporate and general litigation.

STEVEN A. SCHWARTZ, a Partner in the Haverford office, is admitted to practice before the United States Supreme Court, the Supreme Court of Pennsylvania, the United States District Court for the Eastern District of Pennsylvania, and the United States Court of Appeals for the Third Circuit. He is a graduate of the Duke University School of Law (J.D. 1987) where he served as a senior editor of Law & Contemporary Problems. He is a 1984 *cum laude* graduate of the University of Pennsylvania, where he received a B.A. in political science. Mr. Schwartz previously practiced at Schnader, Harrison, Segal & Lewis, LLP, a major Philadelphia firm, concentrating in complex civil litigation.

Mr. Schwartz has actively prosecuted complex class actions in a wide variety of contexts. For example, in the In Re Coin Fund Litigation, Case No. BC 109176 (Superior Court of the State of California for the County of Los Angeles), Mr. Schwartz was one of plaintiffs' co-lead counsel who were successful in obtaining a settlement in excess of \$35 million on behalf of limited partners, which represented a 100% net recovery of their initial investments. Mr. Schwartz also served as co-lead counsel in three securities fraud class actions, In Re Microcom Securities Litigation, No. 90-11504-H (D. Mass.), In Re Greenwich Pharmaceuticals Securities Litigation, No. 92-CV-3071 (E.D. Pa.) and In Re New Image Industries Securities Litigation, CV-94-6590 (C.D. Cal.), in which settlements of \$6 million, \$4.375 million and \$1.9 million were achieved.

In the consumer protection field, Mr. Schwartz served as plaintiffs' co-lead counsel in Wolens, et al. v. American Airlines, Inc. In that class action, plaintiffs alleged that American Airlines breached its contracts with members of its AAdvantage frequent flyer program when it retroactively increased the number of frequent flyer miles needed to claim certain frequent flyer miles travel awards. The case involved the threshold legal issue of whether the Federal Aviation Act, 49 U.S.C. § 1301, 1305, which broadly preempts all state law claims against airlines relating to airlines' "rates, routes and services," preempted plaintiffs' breach of contract claims. The Illinois and United States Supreme Courts twice accepted discretionary review of this issue. Eventually, the United States Supreme Court held that plaintiffs' claims were not preempted. 513 U.S. 219 (1995). That landmark decision has been cited by hundreds of cases and published articles. After 11 years of litigation and seven months of mediation, the parties reached a settlement in Wolens and a related case in which American agreed to provide class members with mileage certificates that represent, for practical purposes, the full extent of class members' alleged damages. The Court held exhaustive hearings regarding the value and fairness of the settlement. The Court hired its own counsel and valuation expert

to assist in that process. In a decision dated July 2, 2001, the Court approved the settlement and counsel fee request in full, holding that the value of the net settlement recovery claimed by class members is between \$ 95.6 million to \$ 141.6 million. Mr. Schwartz also represented owners of defective doors and windows manufactured by Marvin Windows. In O'Hara v. Marvin Windows, No. 014027 (Minn. 4th Judicial Dist.), plaintiffs alleged that Marvin' windows and doors manufactured between 1985 and 1989 prematurely rotted due to a defective wood preservative. Even though the windows were between 12 and 16 years old, the parties reached a settlement providing class members with the opportunity to obtain replacement windows with minimum net discounts of between 45 % and 58 %. The Court approved a national settlement in November 2001.

In the environmental field, Mr. Schwartz and his firm also played a significant role as part of a large team of plaintiffs' counsel who prosecuted the claims of fisherman, property owners, and Native Americans who were injured as a result of the Exxon Valdez oil spill. In Re Exxon Valdez Oil Spill Litigation, No. A89-095-CV (HRH) (Consolidated) (D. Alaska), appeal pending, No. 97-35191 (9th Cir.). The trial of that case resulted in a jury verdict in excess of \$5.3 billion. The Ninth Circuit recently vacated the \$ 5 billion punitive damages verdict against Exxon and instructed the trial court to set a lower (yet still significant) amount of punitive damages. Proceedings are ongoing.

Mr. Schwartz has also developed an expertise in representing the interests of providers of medical services whose bills have been denied for payment by insurers. Mr. Schwartz represented a certified class of Pennsylvania physicians and chiropractors who were not paid by Nationwide Mutual Insurance Company for physical therapy/physical medicine services provided to its insureds. Mr. Schwartz was successful in obtaining rulings of first impression in the trial court and the Superior Court of Pennsylvania that established a physician's right to delegate the performance of physical therapy modalities to their technicians, even though those technicians are not licensed physical therapists. Those decisions effectively established liability in favor of the plaintiff physician class. Nelson, et al. v. Nationwide Mutual Insurance Co., 36 Pa. D.&C. 4th 1 (Phila. CCP 1998), aff'd, No. 924-PHL 1998 (Pa. Super. Ct. Dec. 2, 1998). The parties eventually reached a settlement in which Nationwide agreed to pay class members approximately 130% of their bills.

In the product liability field, Mr. Schwartz served as a member of the Plaintiffs' Steering Committee in In re Pennsylvania Diet Drugs Litigation, Master Docket No. 97-09-3162 (Phila. C.C.P.), a class action that sought to force American

Home Products to pay for an extensive medical monitoring program for all Pennsylvania residents who ingested fenfluramine and dexfenfloramine, the “fen” of the “fen phen” diet drug combination. The Third Circuit recently upheld the approval of a national settlement of all medical monitoring claims that provides substantially all the relief sought in the complaint with respect to medical monitoring. More recently, in connection with the recall of the cholesterol drug Baycol, Mr. Schwartz is representing various Health and Welfare Funds (including the Philadelphia Firefighters Union, American Federation of State, County and Municipal Workers District Council 47, Philadelphia Federation of Teachers, and the Pennsylvania State Employees Benefits Trust Fund) and a proposed national class of “third party payors” seeking damages for the sums paid to purchase Baycol for their members and to pay for the costs of switching their members from Baycol to an appropriate cholesterol-lowering drug. Those class actions are pending in the Philadelphia County Court of Common Pleas.

MORRIS M. SHUSTER, Of Counsel, is admitted to practice before the United States Supreme Court, United States Court of Appeals for the Third Circuit, the United States District Court for the Eastern District of Pennsylvania, the Supreme Court of Pennsylvania, and all other Pennsylvania Appellate and trial courts.

Mr. Shuster is a graduate of the Wharton School, University of Pennsylvania (B.S. in Economics, 1951), and of the University of Pennsylvania Law School (J.D., 1954).

Prior to joining the Firm, Mr. Shuster was an active civil litigator as an associate and partner in a major Philadelphia litigation firm, as a named-partner in his own firm, and as special litigation counsel to a large Philadelphia, full-service firm. Over the last 20 years, he has concentrated his practice in consumer class actions against banks and insurance companies. He has been successful in obtaining multi-million dollar recoveries in these cases.

Mr. Shuster is currently a faculty member at the University of Pennsylvania Law School where he teaches Trial Advocacy. In 1981, he was a full-time faculty member at the University of Pennsylvania Law School and taught a course in The Lawyering Process. He also has been a guest lecturer on various legal subjects at the University of Pennsylvania Law School, Medical School, and Dental School, and at Drexel University. He is a member of the Advisory Committee for the Public Service Program at the University of Pennsylvania Law School where he developed the mentor/student pro bono project.

Mr. Shuster is a past president of The Philadelphia Trial Lawyers' Association. He was appointed by the Third Circuit Court of Appeals as Chairperson of the Bankruptcy Judge Search Committee. He was appointed by the District Court for the Eastern District of Pennsylvania as Chairperson of a Panel to consider reappointment of a U.S. Magistrate.

In the Philadelphia Bar Association, Mr. Shuster has served as a member of the Board of Governors, Chairperson of the Judicial Commission, Committee on Judicial Selection and Reform, Committee on Civil Legislation/Legislative Liaison, and Committee on Civil Judicial Procedure (state courts). He is listed in Who's Who in American Law.

DENISE DAVIS SCHWARTZMAN, Of Counsel, is admitted to practice in Pennsylvania, Florida, Texas and the District of Columbia. She is admitted to practice before all the State Courts in these jurisdictions and is admitted to the United States Courts of Appeals for the Third, Fifth, Eleventh and District of Columbia Circuits as well as United States District Courts within each Circuit. Ms. Schwartzman is a graduate of The Law School of the University of Pennsylvania (L.L.B. 1969) and Temple University (A.B. 1966). She holds a Master of Laws in Taxation from the Villanova University Law School. Ms. Schwartzman has practiced extensively at the trial and appellate levels before Federal and State Courts and before various administrative agencies.

Ms. Schwartzman was appellate counsel on the brief in In re Charter Company, 876 F.2d 866 (11th Cir. 1989), a case which established that class proofs of claim are allowable in bankruptcy proceedings, served on the trial team in Ashland Oil Spill Litigation, Master file M-14670 (W.D. Pa), In re Sunrise Securities Litigation, MDL No. 685 (E.D.Pa.) and represented our firm on the Litigation Committee in Prudential Securities Incorporated Limited Partnership Litigation, MDL 1005 (S.D.N.Y.). Ms. Schwartzman represented the firm on the plaintiffs' Co-Lead Counsel Committee in Spitzer v. Abdelhak, No. 98-CV-6475 (E.D.Pa.), a civil RICO action which recovered damages on behalf of the physicians and research scientists of the now defunct Allegheny Health Education and Research Foundation (AHERF), a major health care provider in the Delaware Valley and is a senior member of the trial team for the Firm in In re Mutual Funds Investment Litigation, MDL 1586, a complex coordinated derivative action alleging violations of the Investment Company Act and the Investment Advisers Act by the investment advisers to eighteen mutual fund families. Prior to relocating in Philadelphia, she was associated with a major law firm in San Antonio, Texas.

ANTHONY ALLEN GEYELIN, Of Counsel, is admitted to practice before the United States District Court for the Eastern District of Pennsylvania and the Supreme Court of Pennsylvania.

Mr. Geyelin is a graduate of the University of Virginia (B.A. in English, 1968) and the Villanova University School of Law (J.D. 1974 *cum laude*), where he was a member of the Moot Court Board, an Associate Editor of the Villanova Law Review, and a recipient of the Obert Corporate Law Award. After graduation from law school Mr. Geyelin was an associate in the business department of a major Philadelphia law firm before accepting an appointment as Chief Counsel to the Pennsylvania Insurance Department in Harrisburg, an office he held from 1981 through 1983. Mr. Geyelin served as Pennsylvania's Acting Insurance Commissioner in 1983 and 1984. In 1985 Mr. Geyelin accepted the position as chief inside counsel for Academy Insurance Group, Inc. in Valley Forge, Pennsylvania and Atlanta, Georgia, serving as General Counsel and Secretary of the publicly traded holding company and its operating subsidiaries. In 1994 Mr. Geyelin was appointed Secretary and General Counsel of Penn-America Insurance Company in Hatboro, Pennsylvania, and in 1995 assumed the same offices with Penn-America Group, Inc., the publicly traded parent company. From 1997 until joining the firm Mr. Geyelin was in private practice, concentrating on general business, insurance regulatory and litigation support matters.

FATEMA E.F. BURKEY, an associate in the Haverford office, is admitted to practice before the Supreme Courts of Pennsylvania and New Jersey. She graduated from Washington University School of Law (J.D. 2003) and received her undergraduate degree in French and English from Georgetown University (B.S. 1998 *cum laude*). While in law school, Ms. Burkey served as Associate Editor of the Washington University Law Quarterly and authored, *Prosecutor v. Aleksovski: A Critical Analysis of the ICTY Appeals Chamber's Abandonment of Witness Protection Measures*, 82 Wash. U. L.Q. 297-318 (2004).

ROBERT R. DAVIS, an associate in the Wilmington office, is admitted to practice before the Supreme Courts of Pennsylvania and Delaware. He is a 2003 graduate of William and Mary School of Law and received his undergraduate degree from Appalachian State University in 1999. Prior to joining the firm, Mr. Davis served as a law clerk for the Honorable Joseph J. Farnan, Jr. of the District of Delaware.

KIMBERLY M. DONALDSON, an associate in the Haverford office, is admitted to practice before the Supreme Courts of Pennsylvania and New Jersey,

the United States Court of Appeals for the Third Circuit, and the United States District Courts for the Eastern District of Pennsylvania and District of New Jersey. Ms. Donaldson is a 1999 *cum laude* graduate of Villanova University School of Law and is a 1996 graduate of Boston University, where she received a B.A. in Political Science and interned with the Massachusetts Office of the Attorney General, Public Protection Bureau, Consumer Protection Division. Ms. Donaldson's practice includes the representation of investors (shareholders and limited partners) and consumers in major complex litigation, antitrust, securities fraud and breach of fiduciary duty suits. Ms. Donaldson was the principal trial assistant to Mr. Chimicles during the trial of the Real Estate Associates Limited Partnership Litigation, which resulted in a jury verdict totaling \$185 million in November 2002, following a six week trial. (For more details see Mr. Chimicles' biography at page 1-2).

CANDICE L.H. HEGEDUS, an attorney in the Haverford office, is admitted to practice before the Supreme Court of Pennsylvania, the United States District Court for the Eastern District of Pennsylvania, and the United States Court of Appeals for the Third Circuit. She is a graduate of Villanova University School of Law (J.D. 1979) and Muhlenberg College *cum laude* (B.A. 1974). She has practiced with major Philadelphia litigation firms. Since associating with the Firm, the focus of her practice has been shareholder litigation involving securities and limited partnerships.

KIMBERLY M. LITMAN, an associate in the Haverford office, is admitted to practice before the Supreme Courts of Pennsylvania and New Jersey. She is a graduate of the Temple University Beasley School of Law (J.D. 2003) and received her undergraduate degree in Psychology from the University of Maryland at College Park (B.A. 2000). While in law school, she served as Executive Editor of the Temple Political & Civil Rights Law Review and as a law clerk to Senior District Judge Kenneth L. Ryskamp of the United States District Court for the Southern District of Florida.

BRIAN D. LONG, an associate in the Wilmington Office, is admitted to practice before the Supreme Court of Pennsylvania, the Supreme Court of Delaware, the United States District Court for the Eastern District of Pennsylvania, the United States District Court for the Western District of Pennsylvania, the United States District court for the District of Delaware and the United States Court of Appeals for the Third Circuit. He is a 1998 graduate of the Duquesne University School of Law and received his undergraduate degree in government from Franklin & Marshall College in 1995. Before joining the firm, Mr. Long

concentrated his practice on antitrust and mass tort class action litigation, including federal multi-district litigation. Mr. Long's current practice includes representation of shareholders in major litigation involving securities and limited partnerships.

TIMOTHY N. MATHEWS, an associate in the Haverford office, is a graduate of Rutgers School of Law-Camden (J.D. *magna cum laude* 2003) and Rutgers University-Camden (B.A. *summa cum laude* 2000). While attending law school, Mr. Mathews was a Teaching Assistant for the Legal Research and Writing Program and received the 1L Legal Writing Award. He was also Lead Marketing Editor of the Rutgers Journal of Law & Religion. Mr. Mathews is admitted to practice before the Supreme Courts of Pennsylvania and New Jersey, and the United States District Court for the Eastern District of Pennsylvania.

MARY KATHERINE MEERMANS, an associate in the Haverford office, graduated *cum laude* from the Law School of University of Pennsylvania in 1982. She served as a law clerk to the Honorable Paul M. Chalfin, Philadelphia Court of Common Pleas, from September 1982 to January 1984, and to the Honorable Phyllis W. Beck from January 1984 to October 1984. She is a member of the Pennsylvania Bar.

A. ZACHARY NAYLOR, an associate in the Wilmington office, is a graduate of the Widener University School of Law (J.D., 2003 *magna cum laude*), the University of Delaware (B.A. in Economics and Political Science, 2000) and the Salesianum School. While at Widener, he served as Wolcott Law Clerk to the Honorable Joseph T. Walsh of the Supreme Court of Delaware. He was also a Managing Editor of the Delaware Journal of Corporate Law, meriting the Russell R. Levin Memorial Award for outstanding service and dedication to that publication.

JOSEPH G. SAUDER, an associate in the Haverford office, is admitted to practice before the Supreme Courts of Pennsylvania and New Jersey, the United States District Courts for the Eastern District of Pennsylvania, the Middle District of Pennsylvania and the District of New Jersey. Mr. Sauder received his B.S., *magna cum laude* in Finance from Temple University in 1995 and his J.D. from Temple University School of Law in 1998, where he was a member of *Temple Law Review*. Prior to joining the firm, Mr. Sauder was an associate with a major Philadelphia firm where he concentrated on complex civil litigation. From 1998 to 2003, Mr. Sauder was a prosecutor in the Philadelphia District Attorney's Office where he served as lead counsel in hundreds of criminal trials including over twenty jury trials involving major felonies.

DANIEL B. SCOTT, an associate in the Haverford office, is admitted to practice before the Supreme Courts of Pennsylvania and New Jersey, and the United States District Courts for the District of New Jersey and the Eastern District of Pennsylvania. He is a graduate of Emory University School of Law (J.D. 2001, Atlanta Law Fellow) and Pennsylvania State University (1991, *with Distinction*, University Scholar), where he received a Bachelor of Science in Economics. Upon graduation from law school, Mr. Scott was inducted into the Order of Barristers, Order of Emory Advocates, in recognition of his work as a participant and coach on the Emory Law School Philip C. Jessup International Law Moot Court team (1999-2001).

PAMELA N. ZETTERBERG, an associate in the Haverford office, is admitted to practice before the Supreme Courts of Pennsylvania and New Jersey, the Third, Fifth, Seventh and Ninth Circuit Courts of Appeals, and the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey. She is a graduate of Rutgers-Camden law school (J.D. 1996) and the College of New Jersey (B.A. 1993, *magna cum laude*). She also studied at the College of William & Mary's Marshall Wythe School of Law in Madrid, Spain. From 1996 to 1997 she served as a Law Clerk to the Honorable Lee B. Laskin, Judge of the Superior Court of New Jersey.

KATHLEEN P. CHIMICLES, ASA, the Firm's Financial Specialist, is a graduate of Drexel University (B.S. Finance 1983) and Villanova University (Master of Taxation 1992). Ms. Chimicles is a Senior Member of the American Society of Appraisers. Prior to joining the Firm, Ms. Chimicles was a Vice President of the investment bank, Howard, Lawson & Co., where she had responsibility for a broad range of corporate finance assignments. Ms. Chimicles nee Balon has co-authored several articles, including "Giving the Company Away (While Keeping the Benefits)," Lawyer's Digest, March 1987, "Leveraged ESOPs - Buyers of Companies," Lawyer's Digest, May 1988, and together with Mr. Chimicles, "A Realistic Assessment Of The Need For Securities Class Action Litigation Reform," the New York Law Journal, August 26, 1993. Ms. Chimicles has also served as a panelist at various seminars and conventions regarding financing and valuation issues.

EXHIBIT E

<HELP> for explanation.

N166 Equity **HP****Comp/CLOSE/PRICE**

PENNEXX FOODS INC

(PNNX US)

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Page 1 / 6

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Range **8/ 1/02** to **6/12/03****USD**Period **D** DailyMarket **I** TradeHI 3.25
AVE 2.1228
LOW .07ON 8/29/02
VL 83382
ON 6/12/03

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M 5/26			M 5/ 5	1.70	28200	M 4/14	1.98	48400

Australia 61 2 9777 8600

Brazil 5511 3048 4500

Europe 44 20 7330 7500

Germany 49 69 920410

Hong Kong 852 2977 6000 Japan 81 3 3201

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Singapore 65 6212 1000

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Range 8/ 1/02 to 6/12/03

USD

Period ☒ Daily
Market ☒ TradeHI 3.25
AVE 2.1228
LOW .07ON 8/29/02
VL 83382
ON 6/12/03

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Hong Kong 852 2977 6000 Japan 81 3 3201

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Australia 61 2 9777 8600

Brazil 5511 3048 4500

Europe 44 20 7330 7500

Germany 49 69 920410

Hong Kong 852 2577 6000 Japan 81 3 3201 8900

Singapore 65 6212 1000

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Australia 61 2 9777 8600

Brazil 5511 3048 4500

Europe 44 20 7330 7500

Germany 49 69 920410

Hong Kong 852 2577 6000 Japan 81 3 3201 8900 Singapore 65 6212 1000 U.S. 1 212 318 2000

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MARKET

<HELP> for explanation.

N166 Equity HP

Comp/CLOSE/PRICE

PENNEXX FOODS INC

(PNNX US)

PRICE .07

Page 5 / 6

\$ DELAYED

Range 8/ 1/02 to 6/12/03

USD

Period 0 Daily

Market 1 Trade

HI 3.25

AVE 2.1228

LOW .07

DN 8/29/02

VL 83382

ON 6/12/03

DATE	PRICE	VOLUME	DATE	PRICE	VOLUME	DATE	PRICE	VOLUME
F 10/ 4	1.75	6100	F 9/13	3.00	9500	F 8/23	3.08	119300
T 10/ 3	1.70	51800	T 9/12	2.95	17000	T 8/22	2.95	17600
W 10/ 2	1.80	141500	W 9/11	3.00	4500	W 8/21	2.95	52100
T 10/ 1	1.58	125000	T 9/10	3.05	18900	T 8/20	2.93	41000
M 9/30	1.72	70100	M 9/ 9	3.06	27600	M 8/19	2.95	26600
F 9/27	2.00	28600	F 9/ 6	3.10	7400	F 8/16	2.85	3200
T 9/26	1.88	53400	T 9/ 5	3.15	2000	T 8/15	2.90	16600
W 9/25	2.10	88700	W 9/ 4	3.20	5400	W 8/14	2.95	12900
T 9/24	2.35	24900	T 9/ 3	3.24	31100	T 8/13	2.95	16000
M 9/23	2.10	86700	M 9/ 2			M 8/12	3.05	25000
F 9/20	2.25	112500	F 8/30	3.05	11500	F 8/ 9	3.04	33800
T 9/19	2.75	16200	T 8/29	3.25	19000	T 8/ 8	3.01	200
W 9/18	2.95	14500	W 8/28	3.25	39800	W 8/ 7	3.25	1700
T 9/17	2.98	33100	T 8/27	3.15	24400	T 8/ 6	3.15	34500
M 9/16	2.95	51600	M 8/26	3.18	94200	M 8/ 5	3.00	12600

Australia 61 2 9777 8600

Brazil 5511 3048 4500

Europe 44 20 7330 7500

Germany 49 69 920410

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Comp/CLOSE/PRICE

PENNEXX FOODS INC

(PNNX US)

PRICE .07

Page 1 / 2

\$ DELAYED

Range **8/ 2/02** to **6/13/03**Period ☒ WeeklyMarket ☒ Trade

HI 3.10

ON 9/ 6/02

AVE 2.0976

VL 441697.8

LOW .045

ON 6/13/03

DATE	PRICE	VOLUME	DATE	PRICE	VOLUME	DATE	PRICE	VOLUME
JUN 6/13	L.045	7.34MLN	MAR 3/28	2.13	216400	DEC 12/27	2.43	562700
6/ 6	.97	814100	3/21	2.355	139800	12/20	1.78	199300
			3/14	2.34	64000	12/13	1.55	93900
			3/ 7	2.45	127500	12/ 6	1.70	51700
MAY 5/30	.76	1.38MLN	FEB 2/28	2.55	97300	NOV 11/29	1.85	51600
5/23	.57	1.32MLN	2/21	2.40	127600	11/22	1.90	52800
5/16	.45	1.72MLN	2/14	2.45	55000	11/15	2.00	129600
5/ 9	1.60	1.58MLN	2/ 7	2.50	53600	11/ 8	2.00	136400
5/ 2	1.70	161900				11/ 1	1.98	56000
APR 4/25	2.05	157800	JAN 1/31	2.50	198900	OCT 10/25	1.70	49100
4/18	1.82	76400	1/24	2.77	174300	10/18	1.75	96200
4/11	1.89	87200	1/17	2.88	360400	10/11	1.70	45900
4/ 4	2.14	80000	1/10	2.75	228700	10/ 4	1.75	394500
			1/ 3	2.86	558400			

Australia 61 2 9777 8600

Brazil 5511 3048 4500

Europe 44 20 7330 7500

Germany 49 69 920410

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N166 Equity HP

Comp/CLOSE/PRICE

Page 2 / 2

PENNEXX FOODS INC

(PNNX US)

PRICE .07

V

\$

DELAYED

Range **8/ 2/02** to **6/13/03**Period ☒ Weekly

HI 3.10

DN 9/ 6/02

AVE 2.0976

VL 441697.8

LOW .045

ON 6/13/03

USD

Market ☒ Trade

DATE	PRICE	VOLUME	DATE	PRICE	VOLUME	DATE	PRICE	VOLUME
SEP 9/27	2.00	282300						
9/20	2.25	227900						
9/13	3.00	77500						
9/ 6	H3.10	45900						
AUG 8/30	3.05	188900						
8/23	3.08	256600						
8/16	2.85	73700						
8/ 9	3.04	82800						
8/ 2	3.10	42800						

Australia 61 2 9777 8600

Brazil 5511 3048 4500

Europe 44 20 7330 7500

Germany 49 69 920410

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OTC Bulletin Board

February 24, 2005

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10.7 11.54 96.03 ▲

1.167.10 13.28 ▲

DAILY LIST

TODAY'S CHANGES

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Overview and History of the OTCBB

The OTC Bulletin Board® (OTCBB) is a regulated quotation service that displays real-time quotes, last-sale prices, and volume information in over-the-counter (OTC) equity securities. An OTC equity security generally is any equity that is not listed or traded on Nasdaq® or a national securities exchange. OTCBB securities include national, regional, and foreign equity issues, warrants, units, American Depositary Receipts (ADRs), and Direct Participation Programs (DPPs).

History

In June 1990, the OTCBB began operation, on a pilot basis, as part of important market structure reforms to provide transparency in the OTC equities market. The Penny Stock Reform Act of 1990 mandated the U.S. Securities and Exchange Commission (SEC) to establish an electronic system that met the requirements of Section 17B of the Exchange Act. The system was designed to facilitate the widespread publication of quotation and last-sale information. Since December 1993, firms have been required to report trades in all domestic OTC equity securities through the Automated Confirmation Transaction ServiceSM(ACTSM) within 90 seconds of the transaction.

In April 1997, the SEC approved the operation of the OTCBB on a permanent basis with some modifications, and in May 1997, DPPs became eligible for quotation on the OTCBB. In April 1998, all foreign securities and ADRs that are fully registered with the SEC became eligible for the display of real-time quotes, last-sale prices, and volume information on the OTCBB.

On January 4, 1999, the SEC approved the OTCBB Eligibility Rule. Securities not quoted on the OTCBB as of that date will be required to report their current financial information to the SEC, banking, or insurance regulators in order to meet eligibility requirements. Non-reporting companies whose securities were already quoted on the OTCBB will be granted a grace period to comply with the new requirements. Those companies will be phased in beginning in July 1999 and by June 2000, current financial information about all domestic companies that are quoted on the OTCBB will be publicly available.

Features

The OTCBB:

- provides access to more than 3,300 securities;
- includes more than 230 participating Market Makers;
- electronically transmits real-time quote, price, and volume information in domestic securities, foreign securities and ADRs; and
- displays Indications of Interest and prior-day trading activity in DPPs.

Reporting Requirements

Market Makers

All trades in domestic equity issues, Canadian issues and ADRs must be reported within 90 seconds through ACT. All other trades may be

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- History
- Features
- Reporting Requirements
- Issuer Information
- Market Data Dissemination

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reported. Please read our [Notice to Members](#) and Rule 6600 for a detailed explanation of the requirements for reporting OTC equity trades.

Issuers

Nasdaq has no business relationship with the issuers quoted in the OTC Bulletin Board. These companies do not have any filing or reporting requirements with The Nasdaq Stock Market, Inc., or the NASD. However, issuers of all securities quoted on the OTCBB are subject to periodic filing requirements with the SEC or other regulatory authority.

Issuer Information

Only Market Makers can apply to quote securities on this service. Issuers may contact an authorized OTCBB Market Maker for sponsorship of a security on the OTCBB. The OTCBB does not charge issuers a fee for being quoted on the service. NASD Rules prohibit Market Makers from accepting any remuneration in return for quoting issuers' securities on the OTCBB or any similar medium.

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The following OTCBB data is disseminated through market data vendor terminals and Web sites for display to customers worldwide:

- dynamic last-sale and volume information for domestic securities, foreign securities and ADRs;
- end-of-day high, low, close, and volume on DPPs;
- bids, offers, and indications of interest displayed by specific Market Makers;
- inside quotes for domestic securities, foreign securities and ADRs when available;
- indicative quotes for DPPs; and
- Market Makers' telephone numbers.

In addition, all Nasdaq Workstation II subscribers (order-entry firms and Market Makers) may view all OTC Bulletin Board information on their workstations without incurring additional charges.



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